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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 496609 81106A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 29, 2001

ORDER TIME : 11:58 AM

ORDER NO. : 496609-015

CUSTOMER NO: 81106A

CUSTOMER: David E. Goldman, Esq
David E. Goldman, Esq

*One check for
2 entities*

Suite 100
20700 West Dixie Highway
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: VENDING VENTURES GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VENDING VENTURES GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be VENDING VENTURES GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the extent as natural persons might or could do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any time shall be one hundred (100) common shares.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 343 N.E. 99th Street,
Miami Shores, Florida 33138.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than three (3).

ARTICLE VIII

BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors and/or Officers of this
corporation shall be:

Jamie Hagen – President/Director
7785 Stanway Place W
Boca Raton, FL 33433

Leland Balber – Vice-President/Director
1865 N.E. 124th Street
North Miami, FL 33181

Peter Abrams - Secretary-Treasurer/Director
343 N.E. 99th Street
Miami Shores, FL 33138

ARTICLE IX

POWERS

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart, out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein granted subject to this reserve.

ARTICLE X

INCORPORATOR & REGISTERED AGENT

The incorporator of the within-named corporation is David E. Goldman. The registered agent of said corporation is David E. Goldman, and the registered office shall be 20700 West Dixie Highway, Suite 100, North Miami Beach, Florida 33180.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 27 day of November, 2001.



DAVID E. GOLDMAN, Incorporator

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID E. GOLDMAN, Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27 day of November, 2001,
by DAVID E. GOLDMAN, who is personally known to me or who have produced _____
as identification and who did (did not) take an oath.



Mariana Morales
My Commission DD066399
Expires October 22, 2005


Notary Public, State of Florida at Large

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA